

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
Old Carco LLC, *et al.*, : Case No. 09-50002 (SMB)  
Debtors. : Jointly Administered  
----- X

**DECLARATION OF BRIAN D. GLUECKSTEIN IN SUPPORT OF  
FCA US LLC'S MOTION TO ENFORCE THE SALE ORDER**

BRIAN D. GLUECKSTEIN declares:

1. I am a member of the Bar of the State of New York and a partner of Sullivan & Cromwell LLP, counsel to FCA US LLC (“FCA US”) in the above-captioned proceedings.
2. I make this declaration to provide the Court a copy of certain materials filed on this Court’s docket and referenced in FCA US’s *Motion to Enforce the Court’s Order (I) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief.*
3. Attached as Exhibit A is a true and correct copy of the *Order (I) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain*

*Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief*, dated June 1, 2009 [Dkt. No. 3232].

4. Attached as Exhibit B is a true and correct copy of the Master Transaction Agreement among Fiat S.p.A., New Carco Acquisition LLC, Chrysler LLC and other sellers identified therein, dated April 30, 2009 (as amended) [Dkt. No. 8139].

5. Attached as Exhibit C is a true and correct copy of the *Stipulation and Agreed Order Approving Amendment No. 4 to Master Transaction Agreement*, dated November 19, 2009 [Dkt. No. 5988].

I declare under penalty of perjury under the laws of the United States that, to the best of my knowledge and belief, the foregoing is true and correct.

Executed on March 12, 2018

/s/ Brian D. Glueckstein  
Brian D. Glueckstein  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, NY 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

*Counsel for FCA US LLC*